

BRASIL TELECOM HOLDING CO

Form 6-K/A

July 23, 2008

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 6-K/A**

**REPORT OF FOREIGN ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**THROUGH July 23, 2008**

**(Commission File No. 1-14477)**

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**BRASIL TELECOM PARTICIPAÇÕES S.A.**  
*(Exact name of registrant as specified in its charter)*

**BRAZIL TELECOM HOLDING COMPANY**  
*(Translation of Registrant's name into English)*

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**SIA Sul, Área de Serviços Públicos, Lote D, Bloco B  
Brasília, D.F., 71.215-000  
Federative Republic of Brazil**  
*(Address of Registrant's principal executive offices)*

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Indicate by check mark whether the registrant files or will file  
annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K  
in paper as permitted by Regulation S-T Rule 101(b)(1).

Indicate by check mark if the registrant is submitting the Form 6-K  
in paper as permitted by Regulation S-T Rule 101(b)(7).

Indicate by check mark whether the registrant by furnishing the  
information contained in this Form is also thereby furnishing the  
information to the Commission pursuant to Rule 12g3-2(b) under  
the Securities Exchange Act of 1934.

Yes  No

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If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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**Investor Relations**

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**Media Relations**

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**BRASIL TELECOM S.A.**

Publicly Held Company

Corporate Taxpayer Registration 76.535.764/0001-43

Board of Trade 53 3 0000622-9

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

Publicly Held Company

Corporate Taxpayer Registration 02.570.688/0001-70

Board of Trade 53 3 0000581-8

**MATERIAL FACT**

**Brasil Telecom Participações S.A. (NYSE: BRP; BOVESPA: BRTP3/BRTP4)** and **Brasil Telecom S.A. (NYSE: BTM; BOVESPA: BRTO3/BRTO4)** (the Companies), pursuant to article 12, paragraph 1 of CVM Instruction 358, hereby announce to the market the results of the auctions under the Voluntary Tender Offer for the Companies preferred shares by transcribing the Material Fact filed by *Tele Norte Leste Participações S.A., Telemar Norte Leste S.A. and Coari Participações S.A.* on this date at the São Paulo Stock Exchange and the CVM's IPE system.

*TELE NORTE LESTE PARTICIPAÇÕES S.A.*

*Corporate Taxpayer Registration 02.558.134/0001-58*

*Publicly Held Company*

*TELEMAR NORTE LESTE S.A.*

*Corporate Taxpayer Registration*

*33.000.118/0001-79*

*Publicly Held Company*

*COARI PARTICIPAÇÕES S.A.*

*Corporate Taxpayer Registration*

*04.030.087/0001-09*

*Publicly Held Company*

**MATERIAL FACT**

*Tele Norte Leste Participações S.A. (TNLP), Telemar Norte Leste S.A. (Telemar) and Coari Participações S.A. (jointly with TNLP and Telemar, Companies), pursuant to CVM Instruction 358/02, hereby inform the market that, at the Voluntary Tender Offers for the preferred shares of Brasil Telecom S.A. (BrTO) and Brasil Telecom Participações S.A. (BrTP), held on this date through the electronic trading system of the São Paulo Stock Exchange (Bolsa de Valores de São Paulo S.A. - BVSP), the Companies subsidiaries, Copart 1 Participações S.A. (Copart 1) and Copart 2 Participações S.A. (Copart 2), acquired, respectively, 20,826,442 preferred shares of BrTP and 13,366,365 preferred shares of BrTO, representing approximately 9.06% and 7.56%, respectively, of BrTP's and BrTO's outstanding preferred shares. BrTO preferred shares were priced at R\$ 23.42 each, while BrTP preferred shares were priced at R\$30.47 each.*

As a result of the acquisitions made as part of the Voluntary Tender Offers, Telemar indirectly holds 58,956,565 BrTO preferred shares and 76,645,842 BrTP preferred shares, representing 18.9% of the preferred shares and 10.5% of the capital stock of BrTO, and 33.3% of the preferred shares and 21.1% of the capital stock of BrTP, respectively. The amount paid for BrTO preferred shares totaled R\$313,040,268.30 and the amount paid for BrTP preferred shares totaled R\$634,581,687.74.

The Companies hereby inform the market that the number of BrTP preferred shares and BrTO preferred shares offered at the auctions was 130,220,890 and 73,477,445, respectively. Considering that (1) BrTP preferred shares surpassed 20,826,442, the maximum number of shares that Copart 1 pledged to acquire, a proportional division was applied at the BrTP auction, and (2) BrTO preferred shares surpassed 13,366,365, the maximum number of shares that Copart 2 pledged to acquire, a proportional division was applied at the BrTO auction. The chart below shows the division:

<i>Ticker</i>	<i>Maximum number of shares to be acquired</i>	<i>Maximum number of shares offered</i>	<i>Proportional Division</i>
<i>BRTP4L</i>	<i>20,826,442</i>	<i>130,220,890</i>	<i>0.159932</i>
<i>BRTO4L</i>	<i>13,366,365</i>	<i>73,477,445</i>	<i>0.181911</i>

The Companies also inform the market that (1) the number of BrTP ADSs offered by ADS holders at the BrTP auction was 15,755,054 (representing 78,775,270 BrTP preferred shares) and the number of ADSs effectively acquired by Copart 1 came to approximately 2,519,737, and (2) the number of Brasil Telecom ADSs (NYSE: BTM) offered by ADS holders at the BrTO auction was close to 7,659,459 (representing 22,978,377 BrTO preferred shares) and the number of shares effectively acquired by Copart 2 was approximately 1,393,339.

*Rio de Janeiro, July 22, 2008.*

*Tele Norte Leste Participações S.A.  
Telemar Norte Leste S.A.  
Coari Participações S.A.  
José Luís Magalhães Salazar  
Investor Relations Officer*

*Brasília, DF, July 22, 2008.*

**Paulo Narcélio Simões Amaral**

Investor Relations Officer

Brasil Telecom Participações S.A.

Brasil Telecom S.A.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 23, 2008

**BRASIL TELECOM PARTICIPAÇÕES S.A.**

By:           /s/ Paulo Narcélio Simões  
                  Amaral

Name: Paulo Narcélio Simões  
Amaral  
Title: Chief Financial  
Officer

**FORWARD-LOOKING STATEMENTS**

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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